

May 8, 2019

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**Discontinuation (Abolition) of Countermeasures (Takeover Defense Measures) against
Large-Scale Purchases of Nippon Shokubai Co., Ltd. Shares**

NIPPON SHOKUBAI CO., LTD. (the “Company”) received approval at its 95th Ordinary General Meeting of Shareholders held on June 20, 2007, for the introduction of countermeasures (takeover defense measures) in relation to a large-scale purchase (a “Large-Scale Purchase”) of the Company’s shares and other securities that would result in 20% or more of the voting rights of the Company being owned by a specified shareholders group. The continuation of the countermeasures with partial amendment was subsequently approved by the shareholders at the 98th Ordinary General Meeting of Shareholders which was held on June 22, 2010, the 101st Ordinary General Meeting of Shareholders which was held on June 20, 2013 and the 104th Ordinary General Meeting of Shareholders which was held on June 21, 2016 (the countermeasures against the Large-Scale Purchase of the Company’s shares after continuation shall hereinafter be referred to as the “Rules”).

The Rules were introduced for the purpose of promoting the common interests of the Company’s shareholders by maintaining and improving the Company’s corporate value on a stable and ongoing basis. The Rules will expire at the closing of the 107th Ordinary General Meeting of Shareholders scheduled to be held on June 20, 2019 (the “Ordinary General Meeting”). After careful consideration of whether to continue the Rules taking into account the business environment and recent trends involving takeover defensive measures, the Board of Directors resolved at a meeting held on May 8, 2019 to discontinue and abolish the Rules as of the closing of the Ordinary General Meeting without updating them.

Please note that, even after the expiration of the Rules, the Company will continue to supply necessary and sufficient information for all shareholders to suitably judge the appropriateness of Large-Scale Purchases by people attempting to do so. The Company will do so from the viewpoint of promoting the common interests of the Company’s shareholders through maintaining and improving the Company’s corporate value on a stable and ongoing basis. Further, aside from disclosing the opinions of the Board of Directors, etc. and striving to ensure that all shareholders have the time and information for consideration, the Company will also put in place suitable measures based on the Financial Instruments and Exchange Act, the Companies Act, and other relevant laws and regulations.